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*Attorneys for Harold S. Miller Trust Dated 12/4/64 FBO
Elaine Miller, Lilfam LLC, Lilyan Berkowitz Revocable
Trust Dated 11/3/95, and Wellesley Capital Management*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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SECURITIES INVESTOR :
PROTECTION CORPORATION, :
Plaintiff-Appellant, : SIPA LIQUIDATION
: (Substantively Consolidated)
: Adv. Pro. No. 08-01789 (BRL)
v. :
BERNARD L. MADOFF INVESTMENT :
SECURITIES LLC, : **NOTICE OF APPEARANCE AND**
Defendant. : **REQUEST FOR SERVICE OF**
: **NOTICES**
-----x
In re: :
BERNARD L. MADOFF, :
Debtor. :
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PLEASE TAKE NOTICE that Shearman & Sterling LLP hereby appears in the above-captioned case as counsel to Harold S. Miller Trust Dated 12/4/64 FBO Elaine Miller, Lilfam LLC, Lilyan Berkowitz Revocable Trust Dated 11/3/95, and Wellesley Capital Management. Pursuant to Section 1109(b) of Title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002, 9007, and 9010 of the Federal Rules of Bankruptcy

Procedure (the “Bankruptcy Rules”), Shearman & Sterling LLP requests that all notices given or required to be given in this case, and all papers served or required to be served in this case, be given and served upon the following persons at the addresses and numbers set forth below:

Stephen Fishbein
James L. Garrity Jr.
Richard F. Schwed

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PLEASE TAKE FURTHER NOTICE that the foregoing request includes, without limitation, any and all notices in respect of any application, motion, petition, pleading, request, complaint, demand, order or any other paper filed in this proceeding whether such notice is formal or informal, written or oral, and whether transmitted by hand delivery, United States Mail, electronic mail, expedited delivery service, telephone, telex, telecopy or otherwise.

This appearance and demand for notice and service of papers is not, and may not be deemed or construed to be, a consent to jurisdiction of the Bankruptcy Court over Harold S. Miller Trust Dated 12/4/64 FBO Elaine Miller, Lilfam LLC, Lilyan Berkowitz Revocable Trust Dated 11/3/95, or Wellesley Capital Management. Further, this appearance and demand for notice and service of papers is not, and may not be deemed or construed to be, a waiver of the substantive or procedural rights of Harold S. Miller Trust Dated 12/4/64 FBO Elaine Miller, Lilfam LLC, Lilyan Berkowitz Revocable Trust Dated 11/3/95, or Wellesley Capital Management, including without limitation: (i) the right to have final orders in non-core matters

entered only after *de novo* review by a higher court, (ii) the right to trial by jury in any proceeding so triable or in any case, controversy, or proceeding related hereto, (iii) the right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (iv) any other rights, claims, actions, defenses, setoffs, or recoupments to which Harold S. Miller Trust Dated 12/4/64 FBO Elaine Miller, Lilfam LLC, Lilyan Berkowitz Revocable Trust Dated 11/3/95, or Wellesley Capital Management are or may be entitled, in law or equity, all of which rights, claims, actions, setoffs, and recoupments are expressly reserved.

Dated: New York, New York
November 15, 2010

SHEARMAN & STERLING LLP

By: /s/ Richard F. Schwed
Stephen Fishbein
Richard F. Schwed
James L. Garrity Jr.

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FBO Elaine Miller, Lilfam LLC, Lilyan Berkowitz
Revocable Trust Dated 11/3/95, and Wellesley
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